

(1) LOCKBOX# 358994

FCC USE ONLY

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)	\$310.00
--	----------

(5) STREET ADDRESS LINE NO. 2

~~DEC - 4 2002~~

(7) STATE DC	(8) ZIP CODE 20006
------------------------	------------------------------

(10) COUNTRY CODE (if not in U.S.A.)
US

(12) PAYER (TIN)
521289988

(15) STREET ADDRESS LINE NO. 2

(17) STATE MP	(18) ZIP CODE 96950
------------------	------------------------

(20) COUNTRY CODE (if not in U.S.A.)
US

(22) APPLICANT (TIN)	0
----------------------	---

_____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief

SIGNATURE DATE

EXPIRATION
DATE:

SIGNATURE _____ **DATE** _____

This check is GREEN

WILEY REIN & FIELDING LLP

149134

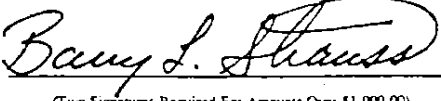
1776 K Street, N.W.
Washington, DC
Operating Account

Date	Amount
04/11/2002	*****310.00

Pay Three Hundred Ten and 00/100 Dollars ONLY

**To the
Order of** FCC

Bank of America, N.A.
Washington, DC


(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 149134 ⑈ ⑆054001204⑆ ⑈000003702987⑈

Attached is our check in full settlement of items shown herein. If not correct, please return with explanation or call us at (202)719-7512.

No. 149134

FCC Check Date 04/11/2002

Description	Date	Invoice No.	Amount of Invoice	Discount	Net
FCC FILING FEE	04/11/2002		310.00	.00	310.00
				Total	310.00

Remittance Advice
Detach before depositing

WILEY REIN & FIELDING LLP
Operating Account

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Previewed 04/11/2002 at 04:08PM
		File Number: 0000759596

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction or no fee under the Commission's forbearance procedures for
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. NO

sections and enter the result.

6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock. If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

10a) Taxpayer Identification Number: 660539232	10b) SGIN: 000	10c) FCC Registration Number (FRN): 0004339933
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): GTE Pacifica Inc. dba Verizon Pacifica		
13) Attention To: John P. Dodson		
14) P.O. Box: 500306	And I Or	15) Street Address:
16) City Saipan	17) State: MP	18) Zip: 96950
19) Telephone Number: (660)225-4847	20) FAX (660)225-4847	
21) E-Mail Address:		

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: 541579882	23b) SGIN: 000	23c) FCC Registration Number (FRN): 0006836167
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual): Bell Atlantic New Zealand Holdings, Inc.		
26) P.O. Box:	And / Or	27) Street Address: 1095 Avenue of the Americas
28) City: New York	29) State: NY	30) Zip: 10036
31) Telephone Number: (212)395-0029	32) FAX: (212)764-2739	
33) E-Mail Address:		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Stephen	MI: B	Last Name: Heimann	Suffix:
35) Company Name: Verizon Communications Inc.			
36) P.O. Box:	And / Or	37) Street Address: 1717 Arch Street, 32nd Floor	
38) City: Philadelphia	39) State: PA	40) Zip: 19103	
41) Telephone Number: (215)963-6437	42) FAX: (215)963-9195		
43) E-Mail Address:			

44) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number:	45b) SGIN:	45c) FCC Registration Number (FRN): 0006243554
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): Pacific Telecom Inc.		
48) Name of Real Party in Interest:		49) TIN:
58) E-Mail Address: Colin.Thompson@saipan.com		

	And / Or	
63) City: Washington	64) State: DC	65) Zip: 20007
66) Telephone Number: (202)783-4141	67) FAX: (202)783-5851	

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien (or foreign) ownership or control.	Yes

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to Streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Christopher	MI: M	Last Name: Bennett	Suffix:
80) Title: General Counsel and Secretary			
Signature: Christopher M Bennett		81) Date: 04/11/02	

Assignee/transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum Cap rule.
If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: George	MI:	Last Name: Chiu	Suffix
83) Title: Director and Authorized Representative			
Signature: George Chiu		84) Date: 04/11/02	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign:	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNKN616	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060-0800 See instructions for public burden estimate
--	---	--

Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
------------------------------------	-----------------------	-----------------------	---------------

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment List

Attachment Type	Date	Description	Contents
Ownership	04/09/02	Exhibit, Item 72 responding to FCC form 603, question 72.	0177413176490835022790219.pdf
Ownership	04/09/02	Exhibit, Item 73 responding to FCC form 603, question 73.	0177413486490835022790219.pdf
Other	04/09/02	Exhibit 1 responding to FCC form 603, question 7(b).	0177413196490835022790219.pdf
Other	04/09/02	Exhibit, Item 8 responding to FCC form 603, question 8.	0177413286490835022790219.pdf

EXHIBIT, ITEM 72

Pacific Telecom Inc. proposes to acquire from transferor Bell Atlantic New Zealand Holdings, Inc. all of the outstanding stock of Micronesian Telecommunications Corporation, the sole shareholder of FCC license holder GTE Pacifica Inc. Thus, Pacific Telecom Inc. – the acquiring company – is the “transferee” in this application. Pacific Telecom Inc. answered “no” to FCC Form 603, question 72, a question which apparently is intended to confirm the applicant’s compliance with Section 310(b)(3) of the Communications Act of 1934, as amended (the “Act”). Question 72 reads as follows:

Is the Assignee or Transferee a corporation of which more ~~than~~ one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?

Although, as described below, more than one-fifth of the capital stock of Pacific Telecom Inc. is owned by a corporation organized under the laws of a foreign country, Pacific Telecom Inc. answered “no” to Question 72 because the proposed ownership structure of GTE Pacifica Inc. fully comports with Section 310(b)(3) of the Act. This is because GTE Pacifica Inc. is separated from direct foreign ownership in excess of 20 percent by two layers of corporations organized under the laws of the Commonwealth of the Northern Mariana Islands (“CNMI”), a U.S. overseas territory. Specifically, both GTE Pacifica Inc., the FCC licensee, and Micronesian Telecommunications Corporation, its immediate parent, are organized under the laws of the U.S.A./CNMI. Pacific Telecom Inc. (also a U.S.A./CNMI corporation) will own 100% of Micronesian Telecommunications Corporation. Thus, the ownership structure of FCC licensee GTE Pacifica will comply with Section 310(b)(3) because none of GTE Pacifica’s stock will be held **directly** by aliens, a foreign government, or a corporation organized under the laws of a foreign country.

The **indirect** foreign ownership of FCC license holder GTE Pacifica is the subject of a simultaneously filed “Petition For Declaratory Ruling Under Section 310(b)(4) of the Communications Act, as Amended, To Permit Indirect Foreign Ownership Exceeding 25 Percent,” a copy of which is submitted by Pacific Telecom Inc. as Exhibit Item 73, Attachment 1, to this Form 603 application. Specifically, Pacific Telecom Inc. is owned, in part, by a corporation organized under the laws of a foreign government. Prospector Investment Holdings Inc., a corporation of the Cayman Islands, British West Indies, holds 50% of the equity of Pacific Telecom Inc.¹ THC Communications Corporation and Missouri Holdings Corporation, both U.S.A./CNMI corporations, hold the remaining 30% and 20% of the equity of Pacific Telecom Inc. respectively.² The table and diagram on the following pages summarize the ownership information after consummation of the proposed transaction.

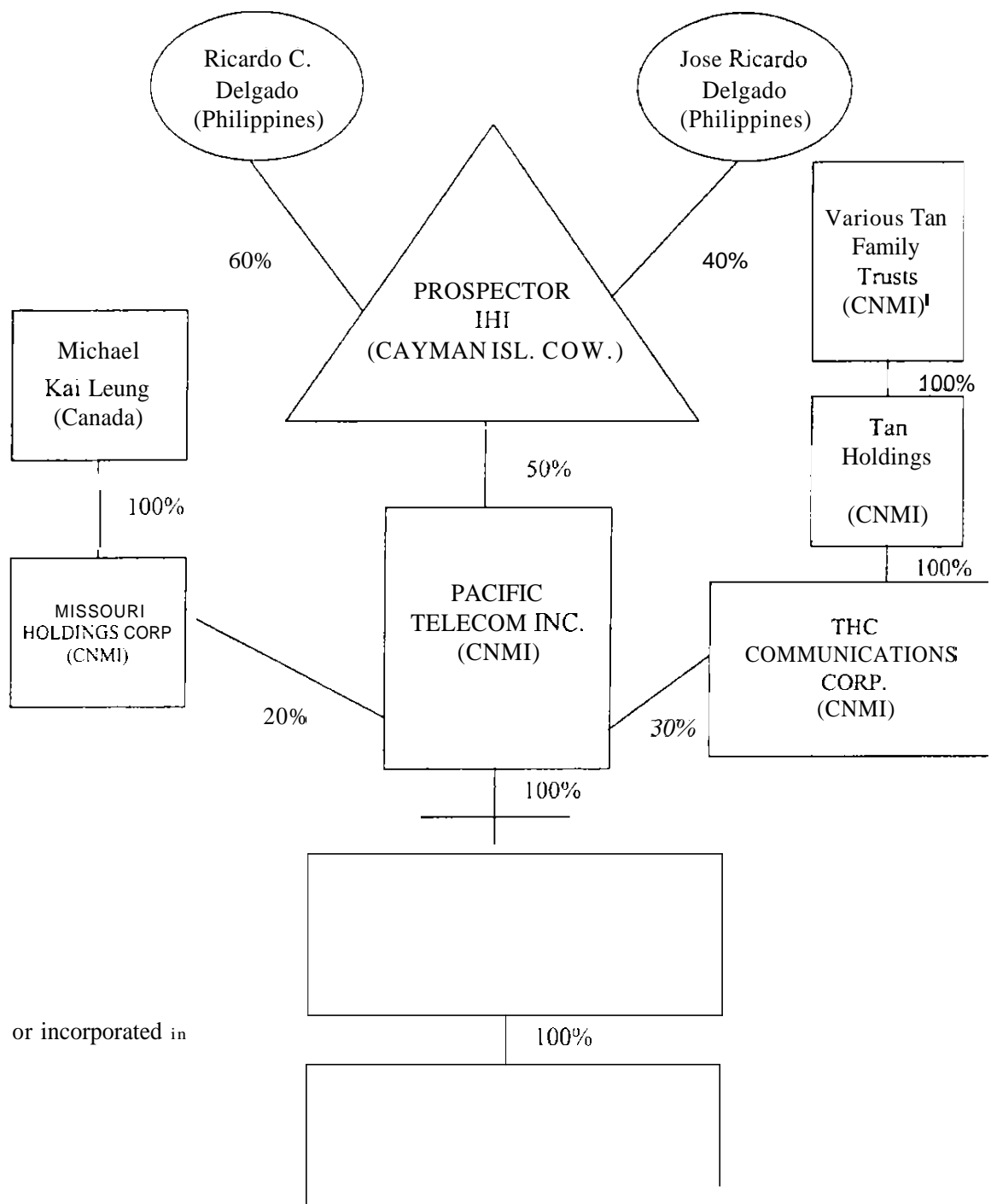
¹ Ricardo C. Delgado holds 60% of Prospector Investment Holdings Inc., and Juse Ricardo Delgado holds 40% of Prospector Investment Holdings Inc. Each is a citizen of the Philippines.

² The trustee for each of the trusts that ultimately control THC Communications Corporation is Siu Lin Tan, a U.S. citizen, while the ultimate owner of Missouri Holdings Corporation is Michael Kai Leung, a citizen of Canada.

NAME / % EQUITY	ADDRESS	CITIZENSHIP	PRINCIPAL BUSINESS
CTE Pacifica Inc. FCC License Holder	PO Box 500306 Saipan, MP 96950	CNMI Corporation	Telecommunications services
Micronesian Telecommunications Corp. ("MTC") 100% equity, voting, of GTE Pacifica Inc.	PO Box 500306 Saipan, MP 96950	CNMI Corporation	Communications Investment
Pacific Telecom Inc. 100% equity, voting, of MTC	PO Box 501280 Saipan, MP 96950	CNMI Corporation	Communications Investment
THC Communications Corporation 30% equity, voting, of Pacific Telecom Inc.	PO Box 501280 Saipan, MP 96950	CNMI Corporation	Communications Investment
Missouri Holdings Corporation 20% equity, voting, of Pacific Telecom Inc.	PO Box 712 Saipan, MP 96950	CNMI Corporation	Communications Investment
Prospector Investment Holdings Inc. 50 % equity, voting, of Pacific Telecom Inc.	C/o Trident Trust (Cayman) Ltd. One Capital Place PO Box 847 Grand Cayman, B W.I.	Cayman Island Corporation	Communications Investment
Tan Holdings Corp. 100% equity, voting of THC Communications Corp. (30% equity, voting of Pacific Telecom Inc.)	PO Box 501280 Saipan, MP 96950	CNMI Corporation	Communications Investment
Ricardo C. Delgado 60% equity in Prospector Investment Holdings Inc. voting (30% equity, voting in Pacific Telecom Inc.)	4/F SGV II Building 6758 Ayala Ave. Makati City, Philippines	Philippines	Individual
Jose Ricardo Delgado 40% equity in Prospector Investment Holdings Inc. voting (20% equity, voting in Pacific Telecom Inc.)	4/F SGV II Building 6758 Ayala Ave. Makati City, Philippines	Philippines	Individual

Siu Lin Tan (as trustee) 100% control of Tan Holdings Corp. (30% equity, voting in Pacific Telecom Inc.)	PO Box 501280 Saipan, MP 96950	U.S.A./CNMI	Individual
Michael Kai Leung 20% equity, voting in Missouri Holdings Corp. (20% equity, voting in Pacific Telecom Inc.)	PO <i>Box</i> 500712 Saipan. MP 96950	Canada	Individual

PACIFIC TELECOM INC. OWNERSHIP STRUCTURE



or incorporated in

¹ See Petition for Declaratory Ruling *Under Section 310(b)(4)* for description of 7 percent foreign (WTO) beneficiaries (2.1 percent diluted foreign interest in Pacific Telecom Inc.)

EXHIBIT, ITEM 73

The ownership structure of the transferee, Pacific Telecom Inc., fully comports with Section 310(b)(4) of the Communications Act of 1934, as amended, and as implemented by the FCC.¹ Attached to this exhibit is a copy of the “Petition For Declaratory Ruling Under Section 310(b)(4) of the Communications **Act**, as Amended, To Permit Indirect Foreign Ownership Exceeding 25 Percent” submitted by Pacific Telecom Inc.

¹ Exhibit, Item 12 provides information also discussed in the attached petition